

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

W.R. GRACE & CO., et al.,

Debtors.

)
) **Chapter 11**
) **Case No. 01-1139 (JKF)**
) **(Jointly Administered)**
)
) **Related Dkt. Nos. 12022, 12379, 12896, 13019,**
) **13421, 13509, 15690, 18883, 19223, 19526, 19608,**
) **19808, 20699, 25435, 26218, 26484**
)

**FIFTEENTH SUPPLEMENTAL DECLARATION UNDER
FED. R. BANKR. P. 2014 AND 5002 IN SUPPORT OF
APPLICATION FOR AN ORDER AUTHORIZING RETENTION
AND EMPLOYMENT OF ORRICK, HERRINGTON & SUTCLIFFE LLP AS
BANKRUPTCY COUNSEL TO DAVID T. AUSTERN AS
ASBESTOS PI FUTURE CLAIMANTS' REPRESENTATIVE**

I, Roger Frankel, state:

1. I am a partner in the law firm of Orrick, Herrington & Sutcliffe LLP ("Orrick"), and maintain an office for the practice of law at 1152 15th Street, N.W., Washington, D.C. 20005. I am admitted to practice law before the Bars of the District of Columbia and the State of Maryland, and am authorized to execute this Fifteenth Supplemental Declaration on behalf of Orrick. Orrick is bankruptcy counsel to David T. Austern, the Asbestos PI Future Claimants' Representative appointed by the Court in the above-captioned cases (the "PI FCR"), pursuant to an Order entered on May 8, 2006, which authorizes Orrick's employment effective as of February 6, 2006.

2. On March 9, 2006, I submitted my declaration pursuant to Rules 2014 and 5002 of the Federal Rules of Bankruptcy Procedure (the "Rules") in support of the Application of the FCR seeking the entry of an Order authorizing the retention and employment of Orrick as his bankruptcy counsel (the "Application") (Dkt. No. 12022). Supplemental declarations were

submitted in support of the Application on August 1, 2006 (Dkt. No. 12896), August 21, 2006 (Dkt. No. 13019), October 18, 2006 (Dkt. No. 13421), October 27, 2006 (Dkt. No. 13509), May 18, 2007 (Dkt. No. 15690), June 9, 2008 (Dkt. No. 18883), August 4, 2008 (Dkt. No. 19223), September 11, 2008 (Dkt. No. 19526), September 25, 2008 (Dkt. No. 19608), October 20, 2008 (Dkt. No. 19808), February 9, 2009 (Dkt. No. 20699), September 21, 2010 (Dkt. No. 25435), February 9, 2011 (Dkt. No. 26218), and March 3, 2011 (Dkt. No. 26484).

3. Except as is otherwise provided below, the facts set forth in this declaration are based upon my personal knowledge, upon records maintained by Orrick in the ordinary course of its business which have been reviewed by me and/or by other partners or employees of Orrick at my direction, or upon information known by other partners or employees of Orrick and conveyed to me.

4. I make this Fifteenth Supplemental Declaration out of an abundance of caution, and not because I believe the matters set forth herein are within the scope of Rules 2014 or 5002.

5. Silver Point Capital ("Silver Point") has been identified as a party in interest in these chapter 11 cases; Orrick currently represents Silver Point (or its affiliates) in matters unrelated to the Debtors and these chapter 11 cases.

6. Toyota Motor Credit ("Toyota") appears in these chapter 11 cases as a creditor; Orrick currently represents Toyota (or its affiliates) in matters unrelated to the Debtors and these chapter 11 cases.

7. David Smith recently joined Orrick as a Summer Associate in our Washington DC office. Prior to attending law school, Mr. Smith was employed as a paralegal at Caplin &

Drysdale, Chartered (“Caplin”), which currently represents the Official Committee of Asbestos Personal Injury Claimants appointed in these chapter 11 cases. From March 2004 to July 2009, while employed at Caplin, Mr. Smith assisted certain Caplin attorneys on certain litigation matters in these chapter 11 cases. Although there is no conflict between Orrick’s employment of Mr. Smith as a Summer Associate and Orrick’s continuing representation of the PI FCR in these bankruptcy cases, out of an abundance of caution, Orrick has established an ethical wall between Mr. Smith and the Orrick lawyers and legal assistants working on these cases.

* * * * *

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.

/S/ ROGER FRANKEL
Roger Frankel

Executed on June 2, 2011